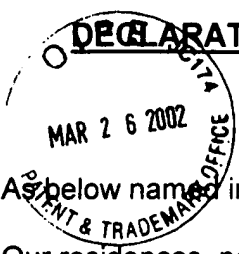


3



DECLARATION AND POWER OF ATTORNEY FOR PATENT APPLICATION

Docket No. 680.0054USU

As below named inventors, we hereby declare that:

Our residences, post office addresses and citizenships are as stated below next to our respective names.

We believe we are the original, and first joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled:

TOPICAL LIGHTENING COMPOSITIONS AND METHODS OF USE

the specification of which

(check one) _____ is attached hereto.

XXX was filed on December 28, 2001 as Application Serial No. 10/034,186 and was amended on _____ (if applicable).

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We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

We acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to us to be material to the patentability of this application as defined in Title 37, Code of Federal Regulations, §1.56.

We hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate(s) listed below and have also identified below any foreign application(s) for patent or inventor's certificate(s) having a filing date before that of the application on which priority is claimed:

<u>Prior Foreign Application(s)</u>			<u>Priority Claimed</u>
_____ (Number)	_____ (Country)	_____ (Day/Mon/Year Filed)	___ Yes ___ No
_____ (Number)	_____ (Country)	_____ (Day/Mon/Year Filed)	___ Yes ___ No
_____ (Number)	_____ (Country)	_____ (Day/Mon/Year Filed)	___ Yes ___ No

We hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, we acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) which

occurred between the filing date of the prior application and the national or PCT international filing date of this application:

(Application Serial No.) (Filing Date) (Status - patent, pend., abandon.)

(Application Serial No.) (Filing Date) (Status - patent, pend., abandon.)


POWER OF ATTORNEY: As named inventors, we hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

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We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

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